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LAW OFFICES OF
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410-296-2225**SURFACE TRANSPORTATION BOARD**600 BALTIMORE AVENUE, SUITE 301
TOWSON, MARYLAND 21204-4022
(410) 296-2250 • (202) 466-6532
FAX (410) 332-0885

April 30, 2012

Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 F Street, S.W.
Washington, D. C. 20423

Dear Ms. Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301

The document is a Memorandum of Assignment, a secondary document, dated as of April 30, 2012. The primary document to which this is connected is recorded under a new Recordation Number. We request that this document be recorded under suffix "A" of the new Recordation Number.

The names and addresses of the parties to the Memorandum of Assignment are:

Assignor.

Banc of America Leasing & Capital, LLC
2059 Northlake Parkway, 4 South
Tucker, GA 30084

Assignee.

People's Capital & Leasing Corp.
255 Bank St., 4th Floor
Waterbury, CT 06702

A description of the equipment covered by the Memorandum of Assignment consists of 20 gondola cars numbered ESIX 100152, 100175, 100187, 100196, 100200, 100211, 100226, 100227, 100262, 100294, 100298, 100301, 100306, 100314, 100315, 100331, 100336, 100337, 100344, and 100350.

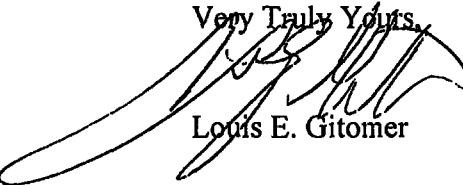
Ms. Cynthia T. Brown
April 30, 2012
Page 2

A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou@lgrailaw.com

A short summary of the document to appear in the index follows. a Memorandum of Assignment between Banc of America Leasing & Capital, LLC, 2059 Northlake Parkway, 4 South, Tucker, GA 30084, and People's Capital & Leasing Corp., 255 Bank St., 4th Floor, Waterbury, CT 06702, covering 20 gondola cars numbered ESIX 100152, 100175, 100187, 100196, 100200, 100211, 100226, 100227, 100262, 100294, 100298, 100301, 100306, 100314, 100315, 100331, 100336, 100337, 100344, and 100350.

Very Truly Yours,



Louis E. Gitomer

Enclosure

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT

THIS MEMORANDUM OF ASSIGNMENT, dated as of the 30TH day of April, 2012 is made by Banc of America Leasing & Capital, LLC, a Delaware limited liability company with an address of 2059 Northlake Parkway, 4th Floor, Atlanta, GA 30084 ("Assignor") and People's Capital and Leasing Corp., a Connecticut corporation with an address at 255 Bank Street, 4th Floor, Waterbury, CT 06702-2219 ("Assignee").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Assignor and Assignee entered into that certain Assignment and Specification of Assigned Loan Agreement (the "Assignment") dated as of the date hereof;

WHEREAS, under the Assignment, Assignor assigned and Assignee assumed all of Assignor's present and future rights, obligations, and interest in, to and under that certain Rail Equipment Security Note No. 77001 dated as of April 26, 2012 by and between Dupre Logistics, L.L.C. as borrower ("Borrower") and Assignor as lender (the "Note"), issued pursuant to that certain Master Rail Equipment Loan and Security Agreement No. 18177-77000 dated as of April 26, 2012 by and between Assignor as lender and Borrower as borrower (the "Loan Agreement") relating to Twenty (20) 4,000 Cu Ft Gondola railcars (the "Equipment") as more completely described on Schedule A attached hereto and made a part hereof, as described in a Memorandum of Security Agreement, dated as of _____ filed with the Surface Transportation Board on _____ and assigned Recordation No. _____;

WHEREAS, Assignor and Assignee desire to show for the public record the existence of the aforesaid Assignment, and their respective interests therein and accordingly, Assignor and Assignee here caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor and Assignee hereby confirm and agree that Assignor has assigned to Assignee all right, title and interest of Assignor in, to and under the Note, the Loan Agreement (only as incorporated by reference in the Note) and the Equipment subject thereto, as described on Schedule A hereto, and Assignee has accepted such assignment and has assumed the obligations thereunder as provided in the Assignment.

The terms and provisions of the Assignment and the Note and the Loan Agreement are more particularly set forth in the Assignment, the Note and the Loan Agreement referenced above.

This Memorandum of Assignment may be executed in any number of counterparts, each executed counterpart constituting as an original but altogether only one Memorandum of Assignment.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment to be executed as of the day and year first above written.

Assignor:

BANC AMERICA LEASING & CAPITAL,
LLC

By: 

Name: Janet E. Ganley

Title: Vice President

Assignee:

PEOPLE'S CAPITAL AND LEASING
CORP.

By: _____

Name: _____

Title: _____

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment to be executed as of the day and year first above written.

Assignor.
BANC AMERICA LEASING & CAPITAL,
LLC

By: _____
Name _____
Title: _____

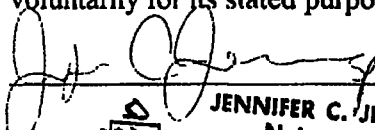
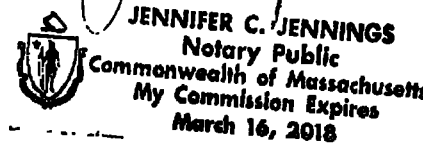
Assignee.
PEOPLE'S CAPITAL AND LEASING
CORP.

By: Melissa A. Curtis
Name: Melissa A. Curtis
Title: Vice President

ACKNOWLEDGMENT

Commonwealth of Massachusetts)
) ss.
COUNTY OF Suffolk)

On this 30th day of April, 2012, before me, the undersigned notary public, personally appeared Janet E. Ganley, personally known to me, as Vice President for Banc of America Leasing & Capital, LLC, a Delaware limited liability company to be the person whose name is signed on the preceding or attached document, and acknowledged to me that she signed it voluntarily for its stated purpose.

 (official signature and seal of notary)


STATE OF Connecticut)
) ss.
COUNTY OF _____)

On this ____ day of _____, 2012, before me, the undersigned notary public, personally appeared _____, personally known to me, as _____ for Peoples Capital and Leasing Corp., a Connecticut corporation, to be the person whose name is signed on the preceding document, and acknowledged to me that (s)he signed it voluntarily for its stated purpose.

(official signature and seal of notary)

ACKNOWLEDGMENT

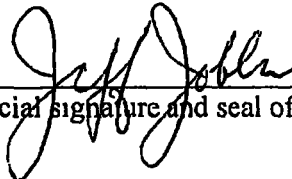
COMMONWEALTH OF MASSACHUSETTS
Suffolk County

On this ____ day of _____, 2012, before me, the undersigned notary public, personally appeared Janet E. Ganley, personally known to me, as Vice President for Banc of America Leasing & Capital, LLC, a Delaware limited liability company to be the person whose name is signed on the preceding or attached document, and acknowledged to me that she signed it voluntarily for its stated purpose.

(official signature and seal of notary)

STATE OF Connecticut)
) ss
COUNTY OF _____)

On this 30th day of April, 2012, before me, the undersigned notary public, personally appeared Melissa A. Curtis, personally known to me, as Vice President for People's Capital and Leasing Corp., a Connecticut corporation to be the person whose name is signed on the preceding document, and acknowledged to me that she signed it voluntarily for its stated purpose.


(official signature and seal of notary)

JEFF JABLON
Notary Public-Connecticut New Haven County
My Commission Expires March 30, 2017

SCHEDULE A

Equipment Description

Twenty (20) 4,000 Cu Ft. Gondolas:

<u>Count</u>	<u>Car Make</u>	<u>Car Year</u>	<u>Previous Car Mark</u>	<u>Previous Car Number</u>	<u>Current Car Mark</u>	<u>Current Car Number</u>
1	Darby	1975	PSCX	261	ESIX	100262
2	Darby	1975	PSCX	180	ESIX	100187
3	Darby	1975	PSCX	322	ESIX	100315
4	Darby	1975	PSCX	307	ESIX	100301
5	Darby	1975	PSCX	363	ESIX	100350
6	Darby	1975	PSCX	190	ESIX	100196
7	Darby	1975	PSCX	224	ESIX	100227
8	Darby	1975	PSCX	194	ESIX	100200
9	Darby	1975	PSCX	357	ESIX	100344
10	Darby	1975	PSCX	346	ESIX	100336
11	Darby	1975	PSCX	207	ESIX	100211
12	Darby	1975	PSCX	298	ESIX	100294
13	Darby	1975	PSCX	166	ESIX	100175
14	Darby	1975	PSCX	303	ESIX	100298
15	Darby	1975	PSCX	223	ESIX	100226
16	Darby	1975	PSCX	312	ESIX	100306
17	Darby	1975	PSCX	347	ESIX	100337
18	Darby	1975	PSCX	141	ESIX	100152
19	Darby	1975	PSCX	321	ESIX	100314
20	Darby	1975	PSCX	341	ESIX	100331